

VIA PACSINILE and PIRST CLASS MAIL

Premerger Notification Office Bureau of Competition Federal Trade Commission Room 303 6th Street and Pennsylvania Avenue, N.W. Washington, D.C. 20580

Attention: Richard B. Smith, Esq. .

Re: Acquisition of Partnership Interests

Dear Mr. Smith:

We are writing to you regarding a matter which you discussed in recent, separate, telephone conversations with me and Mr.

We discussed a proposed acquisition of ross of the finite of general partnership interests in a limited partnership (the "MLP") which, at closing, will hold 99.5% of the partnership interests in another limited partnership (the "OLP"). The OLP holds 100% of the outstanding voting securities of a corporation.

You informed us that, under the well-established treatment of acquisitions of partnership interests under Section 7A of the Clayton Act, the acquisition of 100% of the interests in the MLP will be treated as the acquisition of all of the assets of the MLP. You also informed us that, for purposes of Section 7A, the assets of the MLP will not be deemed to include the assets of the OLP because the MLP will not hold 100% of the interests in the OLP. Consequently, the assets of the MLP will not include the voting securities of the corporation held by the OLP.

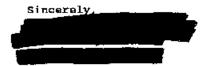
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You further informed us that if the MLP holds any assets other than the interests in the OLP, such assets will be deemed to have been acquired for purposes of the size of the transaction test under Section 7A(a)(3) of the Clayton Act and for purposes of determining the availability of an exemption under Section 7A(c) or the Rules promulgated thereunder.

We appreciate the opportunity to discuss this matter with you and ask that you contact us if the above synopsis does not comport with your understanding of our conversations.

I can be reached at the telephone number listed at the top of this letter. Mr. I number is



Kindly acknowledge receipt of this letter by signing the enclosed duplicate thereof and returning it in the envelope provided.

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